

RECORDATION NO. 29938 FILED

OCT 14 '11 -10 00 AM

SURFACE TRANSPORTATION BOARD

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October 14, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W  
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 28, 2011, primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are

Lessor.	The Huntington National Bank 105 East Fourth Street, Suite 200C Cincinnati, OH 45202
Lessee	Rail Connection, Inc 737 Eleanor Industrial Park Eleanor, WV 25070

Chief  
Section of Administration  
October 14, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is:

75 railcars within the series PSCX 2 – PSCX 140 as more particularly set forth in the attachment to the document

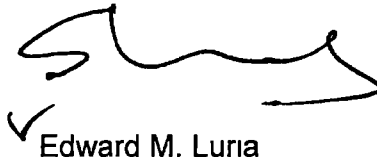
A short summary of the document to appear in the index is

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



✓ Edward M. Luria

EML/sem  
Enclosures

LJ 1:11 -10 00 AM

## MEMORANDUM OF LEASE

- 1) Pursuant to that certain Master Lease Agreement dated October 14, 2009 and the related Financial Lease Agreement No. 6243.28 dated September 28, 2011 (collectively, the "Lease Agreement"), has leased to the Lessee the railroad cars identified on Exhibit A attached hereto and made a part hereof (the "Cars") Said lease of the Cars is referred to hereinafter as the "Lease"
- 2) The addresses of the parties are as follows
- Lessor      **The Huntington National Bank**  
Equipment Finance Division  
105 East Fourth Street  
Cincinnati, OH 45202
- Lessee      **Rail Connection, Inc.**  
737 Eleanor Industrial Park  
Eleanor, WV 25070
- 3) The term of the Lease is 27 months commencing on September 28, 2011 and will expire on December 28, 2013 unless otherwise extended or amended by the parties
- 4) The terms and provisions of the Lease are more particularly set forth in the Lease Agreement
- 5) This Memorandum of Lease may be executed in any number of counterparts, each of which is so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of September 28, 2011.

The Huntington National Bank

By Christine McIntosh  
Name: Christine McIntosh  
Title: Sales Coordinator

State of Ohio, County of Hamilton

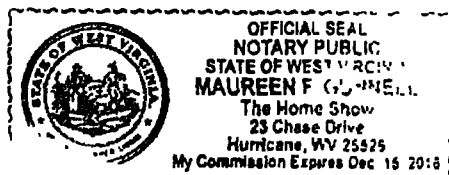
On 9/28/11 before me personally appeared Christine McIntosh to me personally know, who being by me duly sworn says that she is Sales Coordinator of the Huntington National Bank, and that he executed the forgoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation

Darlene Williams  
Notary Public  
My commission expires May 13, 2014  
DARLENE WILLIAMS  
Notary Public, State of Ohio  
My Commission Expires May 13, 2014

Rail Connection, Inc.  
By Warren K. Higginbotham  
Name: Warren K. Higginbotham  
Title: V.P.

State of West Virginia, County of Putnam

On 29<sup>th</sup> Sept. 2011 before me personally appeared Warren K. Higginbotham to me personally know, who being by my duly sworn says that he is Vice-President of Rail Connection, Inc. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation



Maureen F. Gurnell  
Notary Public  
My commission expires 12-15-2018

**EXHIBIT A  
DESCRIPTION OF RAILCARS**

This is Exhibit A to the Memorandum of Lease dated September 28, 2011 between The Huntington National Bank "Lessor" and Rail Connection, Inc. "Lessee"

**Quantity of Rail Cars:** (75) Seventy Five

**Description of Cars:** (75) Seventy-five 1973 Steel 4000 cu Ft Flat Bottom Gondola Cars, currently bearing the following Railroad Car Marks and Numbers

<u>Unit Initial</u>	<u>Unit Number</u>	<u>Unit Initial</u>	<u>Unit Number</u>	<u>Unit Initial</u>	<u>Unit Number</u>
PSCX	2	PSCX	41	PSCX	95
PSCX	4	PSCX	42	PSCX	98
PSCX	6	PSCX	43	PSCX	100
PSCX	7	PSCX	45	PSCX	101
PSCX	8	PSCX	47	PSCX	102
PSCX	9	PSCX	55	PSCX	103
PSCX	10	PSCX	57	PSCX	107
PSCX	11	PSCX	58	PSCX	109
PSCX	12	PSCX	61	PSCX	110
PSCX	13	PSCX	63	PSCX	112
PSCX	14	PSCX	64	PSCX	113
PSCX	15	PSCX	69	PSCX	114
PSCX	17	PSCX	70	PSCX	117
PSCX	18	PSCX	73	PSCX	123
PSCX	20	PSCX	74	PSCX	124
PSCX	22	PSCX	80	PSCX	125
PSCX	24	PSCX	82	PSCX	126
PSCX	25	PSCX	83	PSCX	127
PSCX	29	PSCX	84	PSCX	128
PSCX	30	PSCX	85	PSCX	130
PSCX	31	PSCX	89	PSCX	132
PSCX	33	PSCX	90	PSCX	136
PSCX	34	PSCX	91	PSCX	138
PSCX	38	PSCX	92	PSCX	139
PSCX	40	PSCX	94	PSCX	140

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 10/4/11

Edward M Luria  
Edward M Luria